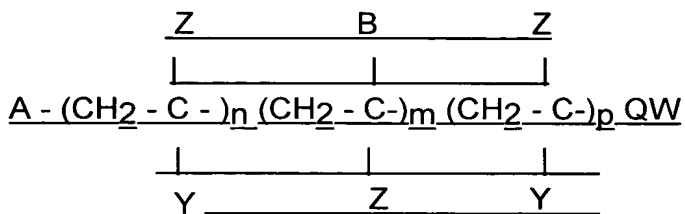


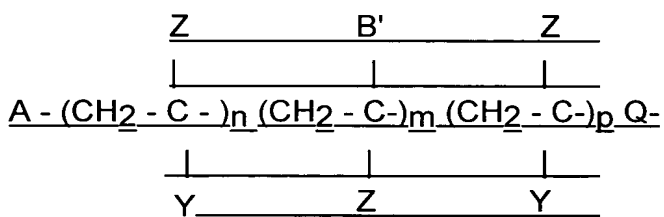
**IN THE CLAIMS:**

Delete Claims 1-4 and 7-13, without prejudice.

[5]1. (Currently Amended) A composition of matter comprising a polymer having a branch-upon-branch structure and optionally a polymerizable olefinic end group, having the structure:



where B =



wherein:

B' = Y, B;

m = 1 to 100, n = 0 to 100, p = 0 to 100, n+m+p > 2;

and if m > 1, then the m insertions are consecutive or not consecutive;

A = anionic initiator moiety R;

Q is selected from the group consisting of a covalent bond, R, C(O), and RC(O);

Y is selected from the group consisting of R, CO<sub>2</sub>R, CN, and NR<sub>2</sub>;

W is CZ = CH<sub>2</sub> or a non-polymerizable moiety;

CN; and

Z is selected from the group consisting H, R, and CN; and

R is selected from the group consisting of unsubstituted and substituted alkyl, vinyl, aryl, aralkyl, alkaryl and organosilanyl groups, the substituents being the same or different and selected from the group consisting of carboxylic acids, carboxylic ester, hydroxyl, alkoxy, primary amino and secondary amino.

wherein in (ii) Q = PhCH<sub>2</sub> and X = Cl or Br.

[6]2. (Currently Amended) [A]The process according to Claim 1 wherein in (i) Z = H and Y = Ph, in (ii) Q = PhCH<sub>2</sub> and X = Cl or Br, and BuLi is used as an initiator.